

CERTIFICATE OF INCORPORATION

- OF -

BARONET ASSOCIATES, INC.

Under Section 402 of the Business Corporation Law

The undersigned, natural persons of the age of twenty-one years or over, desiring to form a corporation pursuant to the provisions of the Business Corporation Law of the State of New York, hereby certify as follows:

122978

FIRST: The name of the corporation is BARONET ASSOCIATES, INC., hereinafter sometimes called "the corporation".

SECOND: The purposes for which it is formed are as follows:

To act as agent, attorney in fact, factor del credere or otherwise, for individuals, partnerships, joint stock associations or corporations, foreign or domestic, to make advances upon and to purchase accounts or other obligations created by the sale of merchandise of every nature and description, and to enter into contracts for the making of such advances; to finance the business of manufacturers, dealers, factors and agents and in general to engage in the business of a factor consignee, or commission merchant, to exercise all of the powers as factors, consignee and commission merchants and selling agents; to buy, hold, own, manufacture, produce, sell and otherwise dispose of, either as principal or agent and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to amount; to make and to enter into contracts of all manners and kinds, agreements, obligations by or with any individual, partnerships, joint-stock associations or corporations for the purchasing, acquiring, manufacturing, repairing and selling of any articles of personal property of any kind or nature whatsoever, to aid and assist, promote and conserve the interests of, and afford facilities

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for the convenient transfer of business by its principals and patrons in all parts of the world; and generally withfull power in all acts connected therewith or arising therefrom and incidental thereto; and all acts proper or necessary for the purpose of said business.

To do a general commission business and to accept consignments of merchandise for sale upon commission; to act as selling agents for manufacturers, merchants, and others; to purchase accounts, to finance products of mills, manufacturers or merchants, and to cash accounts and sales; to provide office and sales forces for manufacturers, mills and others; to buy and sell all kinds of merchandise; and to act as factors generally.

To purchase or otherwise acquire, receive, lease and to manage, hold, own, use, improve, convey, sell, mortgage, or otherwise deal in and with lands, buildings and real property of every description, or any interest therein.

To adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trademarks, trade names, patents, patent rights, concessions, franchises, designs, copyrights, and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, recipes, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere or otherwise, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good-will of any one or more corporations, associations, partnerships, firms, syndicates or individuals and to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, lease, pledge, sell, exchange, or in any manner dispose of the whole or any part thereof; and, in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates or individuals, and to conduct in any lawful manner the whole or any part of any similar business thus acquired.

To acquire or become interested in, whether by subscription, purchase, underwriting, loan,

participation in syndicates or otherwise, own, hold, to sell, assign or otherwise dispose of, or in any manner to deal in or with, stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind by whomsoever issued; to exercise in respect thereof all powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes; to consent, or otherwise act with respect thereto, without limitations; to issue in exchange therefor the corporation's stock, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of any kind.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose relating to the business of the company, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, guarantee, deed of trust or otherwise.

To lend its uninvested funds from time to time to such extent, on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

In furtherance of its corporate business and subject to the limitations prescribed by statute, to be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in any other jurisdiction to be an incorporator of other corporations of any type or kind and to organize, or in any way participate in the organization, reorganization, merger or liquidation of any corporation, association or venture and the management thereof.

Subject to the limitations prescribed by statute and in furtherance of its corporate business, to pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

To conduct its business in all or any of its branches, so far as permitted by law, in the State of New York and in all other states of the United States of America, in the territories and the District of Columbia and in any or all dependencies or possessions of the United States of America, and in foreign countries; and to hold, possess, purchase, lease, mortgage and convey real and personal property and to maintain offices and agencies either within

or outside of the State of New York.

To carry out all or any part of the foregoing purposes as principal, factor, agent, broker, contractor or in conjunction with any persons, firms, associations, corporations or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its purposes, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

THIRD: The office of the corporation in the State of New York is to be located in the Borough of Manhattan, County of New York, City and State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is two hundred (200) shares, without par value.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 385 Fifth Avenue, New York, 16, New York, c/o Benjamin H. Oremland, Esq.

IN WITNESS WHEREOF, we have signed and acknowledged this Certificate this 18th day of

or outside of the State of New York.

To carry out all or any part of the foregoing purposes as principal, factor, agent, broker, contractor or in conjunction with any persons, firms, associations, corporations or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its purposes, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated.

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IN WITNESS WHEREOF, we have signed and acknowledged this Certificate this 18th day of

February, 1964.

<u>Name</u>	<u>Address</u>
BENJAMIN H. OREMLAND <i>Benjamin H. Oremland</i>	385 Fifth Avenue New York 16, New York
MORTON R. RUDEN <i>Morton R. Ruden</i>	385 Fifth Avenue New York 16, New York
SUSAN B. NAIMAN <i>Susan B. Naiman</i>	385 Fifth Avenue New York 16, New York

STATE OF NEW YORK    )  
                              : SS.:  
COUNTY OF NEW YORK    )

On this 18th day of February, 1964,  
before me personally came BENJAMIN H. OREMLAND, MORTON R.  
RUDEN and SUSAN B. NAIMAN, to me known and known to me to  
be the individuals described in and who executed the foregoing  
Certificate, and they severally duly acknowledged to me that  
they executed the same.

SYLVIA BRANDEIS  
Notary Public, State of New York  
No. 41-0392275  
Qualified in Queens County  
Commission Expires March 30, 1963

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No. 41-0392275  
Qualified in Queens County  
Commission Expires March 30, 1963

*Sylvia Brandeis*  
Notary Public, State of New York

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422978

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BARONET ASSOCIATES, INC.

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED FEB 26 1964

TAX \$ 10-

FILING FEE \$ 50-

*John P. Longino*  
Secretary of State

By *O. Bell*

Under Section 402 of the Business Corporation Law.

BENJAMIN H. OREMLAND  
ATTORNEY AT LAW  
385 FIFTH AVENUE • NEW YORK 18, N.Y.  
MURRAY HILL 3-0274

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